

Minutes of Open Session

Thursday, May 24, 2018 17-18 BR:05

Minutes of a meeting of the Board of Governors held on Thursday, May 24, 2018 at 4:00 p.m. in room 301 of the James Administration Building, 845 Sherbrooke Street West, Montreal.

Present:

Barney, Darin
Bertrand, Maryse
Boychuk, Michael
Chisholm, Victor
Coughlin, Peter
Critchley, Ronald
Desnoyers, Alan
Fazel, Kathy
Fortier, Suzanne
Halperin, Stephen
Harpp, David
Haynes, Bryan

Hobday, Tina
Lefebvre, Alice (*Observer*)
Matuszewski, Pierre
Meighen, Michael A.
Murphy, Sean (*Observer*)
Nystrom, Derek
Panda, Ram (*Chair*)
Price Verreault, Cynthia
Tojiboeva, Muna
Turcotte, Martine
Zorychta, Edith

Resource Persons
Arseneault, Louis
Beauchamp, Yves
Govain, Royal
Manfredi, Christopher
Weinstein, Marc

Rogowska, Edyta
(*Secretary-General*)
Arshad, Victor
(*Governance Officer*)

Guests: Daniel Bernard, Chair, Committee on Staff Grievances and Disciplinary Procedures; Anne McKinney, Associate Vice-Principal (Research and Innovation); Jim Nicell, Dean, Faculty of Engineering.

Regrets: Claude Généreux, Samuel Minzberg, Maria Tippler.

7. Chair's Remarks

Governor Ram Panda, Chair of the Board of Governors, welcomed members to the fifth and final regular meeting of the Board of Governors for the 2017 – 2018 governance year and reminded members of the annual cocktail reception following the meeting. He acknowledged the contributions of the following members whose terms on the Board were ending in June 2018: Kathy Fazel, Bryan Haynes Victor Chisholm, s Muna Tojiboeva, Maria Tippler, and Alice Lefebvre. On behalf of the Board, the Chair thanked them for their service.

8. Consent Items

On a motion duly proposed and seconded, the Board of Governors approved the following as consent items:

- *Agenda and Minutes (Open Session) of April 26, 2018*

9. Business Arising from Open Session Minutes

There was none.

10. Principal’s Remarks (Continued)

Professor Suzanne Fortier, Principal and Vice-Chancellor, opened her remarks with a report on government relations. She indicated that the provincial government had released guidelines on how to frame the assessment of requests for religious accommodation under Bill 62, the legislation on state neutrality and religious accommodation. She noted that the University had reviewed the guidelines and concluded that current policies and practices are in conformity with the legislation, and that all members of the McGill community could continue to carry out their functions and activities in the same manner as before. The Principal then spoke about the recently announced funding policy for universities. She explained that the government had simplified the methodology of grant distribution for various teaching activities, and had abolished specific funding envelopes to institutions delivering a specific mission, which Concordia and McGill never received. She informed members that under the new policy, the University would be able to retain tuition fees from international students, but that in return, the government would no longer provide a grant for those students.

The Principal indicated that the Report of the Task Force on Respect and Inclusion in Campus Life was presented to Senate at its meeting of May 16, 2018 and shared with the McGill community. She stated that in the coming months, the University would discuss the Report’s observations and recommendations, with a commitment to enhance the teaching, living, learning and research environments on campus. She specified that an update on actions taken would be presented and discussed at Senate in the fall. The Principal then spoke of the University’s participation in the Leader’s Alliance, a summit for McGill’s ambassadors and volunteer leaders from around the world and recent gifts and support from friends and alumni. Lastly, she provided details on the upcoming spring convocation ceremonies, indicating that over 7,600 students were graduating, the youngest of whom was 19 and the oldest student of whom was 69 years. She highlighted 14 individuals would receive honorary degrees and encouraged all Board members to participate in congratulating the graduating class of 2018.

The Principal concluded her remarks with examples of external recognition of members of the community, including Professor Daniel Wise’s election as a Fellow of the Royal Society, Professors Hanadi Sleiman and Chao-Jun Li receipt of Killam Research Fellowships, Professors Joëlle Pineau and Jozsef Kövecses receipt of awards from the National Sciences and Engineering Research Council of Canada, and nine McGill scholars named as new Canada Research Chairs. She also highlighted Professor Emeritus Charles Taylor’s receipt of the International Grand Prix of the Blue Metropolis Montreal International Literary Festival and Dr. Brenda Milner’s receipt of the province’s Medal of Honour and the Order of Montréal.

11. Presentation on the Faculty of Engineering [GD17-68]

Professor Jim Nicell, Dean, Faculty of Engineering, provided an overview of activities, initiatives and developments within the Faculty of Engineering. He described the structure of academic units and provided data on academic staff, enrolment and funding. He also spoke about initiatives to further advance equity and diversity within the Faculty. During

discussion, members were informed that the Faculty had undertaken initiatives to raise its female population for both students and academic staff. Currently, close to one third of its undergraduate and graduate student population was female. Members were also informed of certain challenges the Faculty faced, including space for research and teaching, retention of professors, onerous accreditation processes, and support for international students. The Chair thanked Dean Nicell for his presentation and congratulated him on his reappointment for a second five-year term beginning July 1, 2018.

12. Board Committee Reports: Part II

12.1 Nominating, Governance and Ethics Committee: Part II [GD17-69]

Governor Edith Zorychta presented the Report of the Nominating, Governance and Ethics Committee (NGE) arising from the Committee's meeting of May 22, 2018, on behalf of the Chair of the NGE Committee. The Report contained a recommendation for the appointment of a current Governor to the rank of Governor Emerita, as well as recommendations for appointments and reappointments to a number of Advisory Committees, Board Standing Committees, internal and external non-Board bodies, and healthcare bodies.

12.1.1 Recommendation for Appointment to the Rank of Governor Emerita

Governor Zorychta presented a recommendation for the appointment of Governor Kathy Fazel to the rank of Governor Emerita, as her second five-year term on the Board was ending on June 30, 2018. Governor Fazel recused herself during the Board's consideration of this item.

Governor Zorychta informed members that Governor Fazel had been first appointed as an external member on the Investment Committee in 2005 and subsequently appointed as a member-at-large of the Board in 2008. She stated that Governor Fazel had been serving as a member of the Finance Committee since 2008 and rejoined the Investment Committee in 2013. In addition, she indicated that she served on the Building and Property Committee from 2011 to 2012. She added that Governor Fazel has generously dedicated her time as a member of numerous Advisory Committees, including the Advisory Committee for the Reappointment of the Principal in 2017. Members reviewed and unanimously approved the recommendation.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approved the appointment of Governor Kathy Fazel to the rank of Governor Emerita, commencing July 1, 2018.

12.1.2 Decanal Advisory Committee

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approved the appointments of Mr. Bob Babinski and Ms. Katherine Nikidis, as

representatives of the Board of Governors on the Advisory Committee for the Possible Reappointment of the Dean of the Faculty of Education, and the appointment of Ms. Morna Consedine as an alternate member.

12.1.3 Board Standing Committees

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approved:

- *The reappointment of Ms. Maarika Paul as a member of the Audit Committee for a three-year term commencing July 1, 2019 and ending June 30, 2022 and her appointment as Chair of the Audit Committee, with a start date to be determined in consultation with the current Chair of the Audit Committee.*
- *The appointment of Mr. Richard (Tre) Mansdoerfer as a student member of the Building and Property Committee for a one-year term commencing June 1, 2018 and ending May 31, 2019.*
- *The appointment of Mr. Ehab Lotayef as a member of the Building and Property Committee for a three-year term commencing July 1, 2018 and ending June 30, 2021.*
- *The appointment of Mr. Daniel Amon as a student member of the Committee to Advise on Matters of Social Responsibility for a one-year term commencing June 1, 2018 and ending May 31, 2019.*
- *The appointment of Mr. Sean Murphy as a student observer of the Executive Committee for a one-year term commencing June 1, 2018 and ending May 31, 2019.*
- *The reappointment of Mr. Sean Murphy as a student observer of the Finance Committee for a one-year term commencing June 1, 2018 and ending May 31, 2019.*
- *The appointment of Dr. Helena Zakrzewski a student member of the Nominating, Governance and Ethics Committee for a one-year term commencing June 1, 2018 and ending May 31, 2019.*

12.1.4 Internal and External Non-Board Bodies

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approved:

- *The appointment of Ms. Cynthia Price Verreault as a member of the Joint Board-Senate Committee on Equity for a three-year term beginning September 1, 2018 and ending August 31, 2021.*

- *The appointment of Ms. Brigitte Simard as a member designated by the Board of Governors on the Board of Directors of the Quartier de l’Innovation for a two-year term beginning October 1, 2018 and ending September 30, 2020.*
- *The reappointment of Ms. Cecil Rabinovitch, subject to her willingness to serve, as a representative of McGill University on the McCord Museum Corporation and Board of Directors for a three-year term beginning July 1, 2018 and ending June 30, 2021.*
- *The reappointments of Mr. Yves Fortier and Ms. Eleanor Wachtel as trustees nominated by McGill University to the McGill Institute for the Study of Canada for four-year terms beginning from their previous end of term and ending August 31, 2021 and August 31, 2020, respectively.*
- *The reappointments of Ms. Franca Gucciardi, Ms. Alexandra Johnston and Mr. Daniel Holland as trustees nominated by McGill University and the Bronfman Family to the McGill Institute for the Study of Canada for four-year terms beginning September 1, 2018 and ending August 31, 2022.*

12.1.5 Healthcare Bodies

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approved the appointment of Ms. Suzanne de Grandpré as a member of the Montreal Neurological Institute Advisory Board for a two-year term beginning September 1, 2018 and ending August 31, 2020.

13. Grant Agreements and Applications

13.1 Provincial Grant Agreement in support of Pain Genetics CERC Initiative [GD17-70]

Professor Anne McKinney, Associate Vice-Principal (Research and Innovation), presented a recommendation to execute a funding agreement (*convention d’aide financière*) with the *Ministère de l’Économie, de la Science et de l’Innovation* for an infrastructure award under the *Programme de soutien à la recherche, volet 2: Soutien au financement d’infrastructures de recherché* (PSRv2) program, valued at \$9.2 million. She specified that the agreement was for the renovation of laboratory space in the Lyman Duff Building in support of the University’s Canada Excellence Research Chair (CERC) in Human Pain Genetics. Members were informed that the Executive Committee of the Board of Governors had approved the submission of the grant application to the PSRv2 program in March 2017. It was also noted that the agreement would require that the University enter into a separate financing mechanism agreement with *Financement-Québec* so that the University may receive the funding, which would be presented for approved at a later time. Members reviewed and subsequently approved the recommendation.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Vice-Principal (Administration and Finance) and the Vice-Principal (Research and Innovation), approved the Convention d'aide financière with the Ministère de l'Économie, de la Science et de l'Innovation which will confirm the Ministry's \$9.2 million financial contribution toward the CERC in Human Pain Genetics Renovation Project, with the understanding that the Convention d'aide financière requires that the University enter into a separate financing mechanism agreement with Financement-Québec in order to receive the Ministry's financial contribution and that the renovation project in support of the CERC in Human Pain Genetics will be submitted to the Building and Property Committee for consideration.

The Board of Governors also authorized the Vice-Principal (Administration and Finance) to sign the Convention d'aide financière and any related documents, provided that they are reviewed by Legal Services.

13.2 Grant Applications and Notices of Award to the Federal Research Support Fund Program [GD17-71]

Associate Vice-Principal Anne McKinney presented a recommendation to approve the submission and notice of award for the Research Support Fund (RSF), administered by the Tri-agency Institutional Programs Secretariat. She explained that the RSF assisted postsecondary institutions and their affiliated research hospitals with expenses, commonly known as indirect costs, associated with managing research funded by the three federal research granting agencies. She informed members that the fund would be used to maintain modern labs and equipment, provide access to up-to-date knowledge resources, provide research management and administrative support, meet regulatory and ethical standards and transfer knowledge from academia to the private, public and not-for-profit sectors. It was indicated that for 2018 – 2019, the University's preliminary grant amount was \$27,768,264 and as additional funding was anticipated, it was recommended that the Board approve a grant amount up to \$33 million. Members reviewed and subsequently approved the recommendation.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Vice-Principal (Research and Innovation), approved the submission of the Research Support Fund Applications and Notices of Award for 2018 – 2019 and authorized the Vice-Principal (Research and Innovation) to sign the Applications and Notices of Award up to \$33 million, and any accessory documents required for purposes of receiving the Award, between The Royal Institution for the Advancement of Learning/McGill University and the Tri-Agency Institutional Program Secretariat (within the Social Sciences and Humanities Research Council), provided that they are reviewed by Legal Services.

14. Centre de la Nature de Mont Saint-Hilaire Service Agreement [GD17-72]

Professor Christopher Manfredi, Provost and Vice-Principal (Academic) and Professor Yves Beauchamp, Vice-Principal (Administration and Finance) presented a recommendation to enter into a frame agreement, which included a new service contract for the maintenance and caretaking of the Gault Nature Reserve, with the *Centre de conservation de la Nature Mont Saint-Hilaire*. A distinction was made to note that the frame agreement, under the purview of the Provost and Vice-Principal (Academic), established a framework of collaboration between the University and the Centre, defining their respective contributions toward the preservation of the ecosystem of the entire Mont Saint-Hilaire Biosphere Reserve, whereas the service contract for the maintenance and caretaking of the Gault Nature Reserve was under the purview of the Vice-Principal (Administration and Finance), and forms part of the frame agreement. Members were informed that the University had previously entered into similar service contracts with the Centre from 1998 to 2008 and that the current contract was scheduled to expire on May 31, 2018. In response to a question regarding the recent decision to close the reserve to cross-country skiing, members were informed that the decision had recently been reversed.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Vice-Principal (Administration and Finance) and the Provost and Vice-Principal (Academic), approved the Frame Agreement and Service Contract for the maintenance and caretaking of the Gault Nature Reserve between The Royal Institution for the Advancement of Learning/McGill University and the Centre de conservation de la Nature Mont Saint-Hilaire for up to a ten-year term, expiring May 31, 2028, at an estimated Service Contract cost of \$7 million for the duration of the full term.

The Board of Governors also authorized the Vice-Principal (Administration and Finance) to sign the Service Contract and any related documents, provided that they are reviewed by Legal Services.

The Board of Governors also authorized the Provost and Vice-Principal (Academic) to sign the Frame Agreement and any related documents, provided that they are reviewed by Legal Services.

15. Reports

15.1 Report from Senate [GD17-73]

The Principal presented the Report from Senate, arising from the meeting of May 16, 2018. She indicated that the Report contained two approval items, concerning a proposal for the creation of a provisional Department of Emergency Medicine and an appointment to the Committee on Staff Grievances and Disciplinary Procedures in accordance with the *Regulations on Appeals of Tenure Decisions and the Regulations Relating to the Employment of Academic Staff*. Members reviewed and subsequently approved the recommendations.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of Senate, approved the creation of a provisional Department of Emergency Medicine within the Faculty of Medicine for a two-year period, on the understanding that a proposal for the creation of a permanent department will be submitted to Senate and the Board of Governors at a later date.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of Senate, approved the appointment of Professor Frank Ferrie (Electrical and Computer Engineering/Centre for Intelligent Machines, ENGINEERING) as Vice-Chair of the Committee on Staff Grievances and Disciplinary Procedures for a term beginning September 1, 2018 and ending August 31, 2019.

15.2 Annual Report on Safe Disclosure

[GD17-74]

Ms. Edyta Rogowska, Secretary-General, presented the 2017 – 2018 Annual Report on Safe Disclosure. She indicated that during the reporting period, two confidential reports had been filed with the Secretary-General in accordance with the *Policy on Safe Disclosure (“Whistle Blowing”)*, one of which led to a finding of Improper Activity and resulted in disciplinary action and other administrative actions being taken. During discussion, members inquired into the number of reports submitted. The Secretary-General referred members to the Report, which provided a breakdown of reports submitted in the last five years. She added that the Secretariat had started the practice of informing members of the community of the *Policy* with an annual message at the beginning of the academic year. Members suggested that a future review of the *Policy* give consideration to the idea of submitting the Report to the Audit Committee.

15.3 Annual Report of the Committee on Staff Grievances and Disciplinary Procedures

[GD17-75]

Professor Daniel Bernard, Chair of the Committee on Staff Grievances and Disciplinary Procedures, presented the Committee’s 2016 – 2017 Annual Report. Professor Bernard explained that the Committee’s mandate involved the consideration of grievances on disciplinary measures at the request of academic staff members. He indicated that attempts are made to resolve a grievance before it reaches the Committee and following due process, the Committee determines whether the matter is to be considered an academic evaluation grievance or an administrative grievance. He specified that most cases were of an administrative nature. Professor Bernard stated that two grievances had been filed during the reporting year, one of which was withdrawn by the grievor. The second grievance was considered by the Committee, based on a process established in the Regulations Relating to the Employment of Academic Staff. The Chair then thanked Professor Bernard for his presentation.

16. Other Business

There was none.

The meeting was adjourned at 6:40 p.m.

END

SUMMARY OF MATTERS CONSIDERED IN CLOSED SESSION OF THE BOARD OF GOVERNORS HELD ON MAY 24, 2018

1. Report on New Appointments, Promotions and Tenure

The Board of Governors approved recommendations concerning new academic appointments and recommendations concerning promotions.

2. Report of the Nominating, Governance and Ethics Committee

The Board of Governors approved, on the recommendation of the Nominating, Governance and Ethics (NGE) Committee, the appointments of Ms. Samira Sakhia as a member-at-large of the Board of Governors of McGill University for a five-year term starting July 1, 2018, and, the appointment of Ms. Maarika Paul as a member-at-large of the Board of Governors of McGill University for a five-year starting July 1, 2018.

3. Royal Victoria Hospital (RVH): Next Steps

The Board of Governors approved, in principle, to proceed with the development of the RVH project, on the understanding that the Government of Quebec will present an agreement outlining its commitment to the next phase of the project.